

SO ORDERED.

SIGNED this 12 day of June, 2009.

THIS ORDER HAS BEEN ENTERED ON THE DOCKET.

PLEASE SEE DOCKET FOR ENTRY DATE.

UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF TENNESSEE

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APPALACHIAN OIL COMPANY, INC. * Case No. 09-50259

Debtor.

SECOND AMENDMENT TO FINAL ORDER AUTHORIZING DEBTOR IN POSSESSION FINANCING AND USE OF CASH COLLATERAL

Upon agreement of the Debtor Appalachian Oil Company, Inc. (the "Debtor") and Greystone Business Credit II, L.L.C. ("Greystone") to further amend the Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Order") [Doc. No. 242] as previously amended by Amendment to Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Amended Order") [Document No. 418], IT IS HEREBY **ORDERED** that the Order and Amended Order are amended as follows:

- That Paragraph F of the Court's findings in the Order is deleted and the following substituted in lieu thereof:
 - "Debtor has requested that Greystone and Greystone has agreed to continue to provide a secured post petition revolving credit facility in favor of Debtor (the "DIP Facility") pursuant to which Debtor may obtain post petition loans from time to time ("DIP Loans"), in an amended, increased aggregate amount up to Three Million One Hundred Fifty Thousand and 00/100 Dollars (\$3,150,000.00) outstanding at any time, including amounts previously advanced pursuant to the Interim Order, the Order, and the Amended Order, for the purposes set forth in the budget attached as Exhibit A to the Order, the budget attached as Exhibit B to the Amended Order and the Budget attached hereto as Exhibit C (or at any time amended with the written consent of Greystone, herein the "Budget"), secured by all assets of Debtor, wherever located and whether arising prior to or after the Petition Date, provided however, that Greystone shall not have any security interest or lien upon any cause of action that Debtor may have pursuant to Chapter 5 of the Bankruptcy Code; provided that Greystone's liens and security interests shall be junior to the liens and security interests granted to the Product Vendors pursuant to their Order and provided further that, unless waived by Greystone, Debtor's ability to obtain financing is conditional on its ability to generate the sales set forth in the Budget;
- 2. That Paragraph 1 of the Order and Paragraph 2 of the Amended Order are amended to reflect an increase in the amount of the DIP Facility from Two Million Four Thousand and 00/100 Dollars (\$2,400,000.00) to Three Million One Hundred Fifty Thousand and 00/100 Dollars (\$3,150,000.00), and (ii) an extension of the maturity date of the DIP Facility from June 10, 2009 until July 26, 2009;
- That all other provisions of the Order and Amended Order are adopted and incorporated herein by reference, and shall remain in full force and effect; and
- That the capitalized terms used herein shall have the same meaning as set forth in the Order and Amended Order.

APPROVED FOR ENTRY:

s/Mark S. Dessauer

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Counsel for Greystone Credit II, LLC.

DESSAUER: A-B APPALACHIAN OIL APPCO.85049

Starting DIP	Ending Cash Balance (\$50,016) (\$185,512) 30 30 (\$480,220)	S20,000 \$45,000 \$0 50 65,000 \$10,000	į į	Disbursements - Sloce \$15,000 \$40,000 55,000 \$5,000		\$0 \$0 502,305 \$	Other OpEs \$2,500 \$2,500 \$7,500 \$7,500	5500	US Trustee	Telephone/Utilife:	hsurance \$129 \$0 129 \$0	Store Use	Rents \$215,350	Taylor Lives	\$107,007	Inside Goods \$25,000 \$183,440 218,440 \$25,000	Appos Cora Disbursements \$141,729 \$20,000 161,729 \$279,294	Paul Deposits 5234,600 \$240,080 \$0 \$0 474,680 \$254,675			\$29,000 29,000	posita \$68,580 \$85,580 137,180	Beginning Cash Balance (\$25,087) (\$50,016) (142,000) (\$165,512) Cash Deposits \$100,000 \$196,500 298.500 298.500 \$100,000		\$195,000 \$207,500 \$197,500 \$167,500 \$767,500	\$10,000 \$70,000 \$90,000 \$55,000 255,000 \$197,500 \$197,500	1125.00 1175.0	4 50,000 55,000 55,000 45,000 205,000 125,00 175,00 10 10 1125,00 1175,000	## 47 47 47 47 47 47 47 47 47 47 47 47 47
			į įį.			502,305 \$: 4		. 000		129	H	. \$215.350					474,680					(\$185,512)		\$767,500	255,000 \$767,500	512,500 255,000 \$767,500	205,000 10 512,500 255,000 \$767,500	47 205,000 10 512,500 255,000 3767,500
	\$107,917 \$43,067	\$10,000 \$10,000		\$5,000 \$5,000			\$2,500 \$2,500		900,16	\$50,000	\$3,177 50			\$29,261 \$40,000	Ì		\$154,050 \$154,050	\$514,625 \$221,000	T	\$6,000 \$6,000		\$171,750 \$58,500	\$107,917		\$195,000 \$195,000	П			
	\$72,587 (\$191,579)	\$20,000 \$45,000	\$5,000 \$5,000	\$15,000 \$40,000			\$2,500 \$2,500		\$0 \$41,000		\$0				\$40,496		\$121,500 \$133,650	\$201,000 \$201,000		\$6,000		\$58,500 \$58,500		1	\$195,000 \$207,500	7	2 - 2		
	\$0	\$0 \$0 \$95,000	\$25,000	\$70,000	100	\$0 \$0,513,567	\$17,500		30 342,800	\$50,000	\$3,177	***************************************	3163	\$69,26	\$60,436	\$300,000	\$842.54	\$0 \$0 \$1,402,50		\$30,000	\$20,000	\$405,750			\$210,000 \$167,500 \$1,365,000	\$167,500	\$112,500 \$55,000 \$167,500 \$	\$2,500 \$112,500 \$167,500 \$167,500	45,000 \$2.50 \$112,500 \$55,000 \$167,500 \$



Ending Cash Balance	TOTAL STORES	vendor Deposits	Store Paid Outs	Beer	Disbursements - Store	Total Corporate	Other OpEx	Maintenance	Cash Short/Driveoffs	US Trustee	Professional Fees	DIP interest Fees	Telephone/Utilities	Insurance	Store Use	Rents	Sales/Use and other taxes	Payrol Taxes	Payroll	Inside Goods	Fuel	Appece Corp Disbursaments	Total Deposits	Other Deposits Marathon/Cityo credit card deposits	proceeds	Store Deposits/Asset sale	Cash Deposits	Beginning Cash Balance	Total Sales	Inside Revenues	Fuel Sales	Ave PPG	Gallons Sold	Stores in Service	Revised DRP Forecast June 11- July 26, 2009
(\$394,446)	\$10,000		\$5,000	\$5,000		\$462,117	\$2,500	\$2,500			50			\$76,525	-		\$126,194	\$7,898		\$25,000	\$221,500		\$269,250	\$6,000		\$58,500	\$204,750	(\$191,579)	\$208,600	\$70,000	\$138,600	\$2.52	\$5,000	47	Jun 22, 2009 Jun 23, 2009 Jun 24, 2009 Jun 25, 2009 Jun 27, 2009 Jun 27, 2009 Jun 28, 2009 Monday Tuesday Wednesday Thursday Friday Saburday Sunday
\$151,409	\$10,000		\$5,000	\$5,000		\$326,415	\$2,500	\$2,500			50			\$165,810		k		\$9,105		\$25,000	\$121,500		\$532,270	\$6,000	1	\$175,500	\$350,770	(\$44,446)	\$208,600	\$70,000	\$138,600	\$2.52	55,000	47	Jun 23, 2009 Tuesday
\$87,624	\$10,000		\$5,000	\$5,000		\$268,365	\$2,500	\$2,500			\$1,600		\$50,000	\$55,085			į	\$10,000		\$25,000	\$121,500		\$214,600	\$8,000		\$62,580	\$146,020	\$151,400	\$208,800	\$70,000	\$136,600	\$2.52	55,000	•	Jun 24, 2009 . Wednesday
\$127,524	\$20,000	022723	\$5,000	\$15,000		\$154,700	\$2,500	\$2,500			30			8		\$3,700				\$25,000	\$121,500		\$214,600	\$6,000		\$62,580	\$146,020	167,624	\$208,600	\$70,000	\$138,600	\$2.52	55,000	47	Jun 25, 2008 Thursday
(\$324,532)	\$45,000		\$5,000	\$40,000		\$621,656	\$2,500	\$2,500		22.575.55	350,000			\$0		\$125,999			\$107,007	\$200,000	\$133,650		\$214,800	\$8,000		\$62,580	\$146,020	\$127,524	\$221,200	\$70,000	\$151,200	\$2.52	60,000	47	Friday
\$0	10					\$0				,	5												\$0						\$211,200	\$60,000	\$151,200	\$2.52	60,000	47	Saturday
5	\$0					50					\$0												\$0	9					\$168,400	\$55,000	\$113,400	\$2.52	45,000	47	un 24, 2009 Sunday
	\$95,000	50	\$25,000	\$70,000		\$1,833,274	\$12,500	\$12,500	\$0	\$0	151 800	\$0	\$50,000	\$297,421	5	\$129,199	\$126,194	\$27,003	\$107,007	\$300,000	\$719,650		\$1,445,320	\$30,000	\$0	\$421,740	\$993,580		\$1,435,200	\$465,000	\$970,200		365,000	47	Week 3
(875,576)	\$10,000		\$5,000	\$5,000		\$296,908	\$2,500	\$2,500		-	5			8		\$7,000		\$20,158		\$25,000	\$239,750		\$278,860	\$6,000		\$82,580	\$210,280	(\$324,532)	\$223,600	\$70,000	\$153,600	\$2.56	60,000	47	Monday Tuesday
\$56,667	\$10,000		\$5,000	\$5,000		\$233,785	\$2,500	\$2,500		970	2000			5				\$9,105	\$19,940	\$25,000	\$134,750		\$553,040	\$6,000		\$180,240	\$366,800	(\$252,578)	\$223,600	\$70,000	\$153,600	\$2.56	60,000	47	Tuesday
\$18,467	\$10,000		\$5,000	\$5,000		\$257,800	\$2,500	\$2,500			\$1 800	\$31,250	\$50,000	\$0		Send checks out		\$10,000		\$25,000	\$134,750		\$229,800	\$6,000		\$67,080	\$156,520	\$56,667	\$223,800	\$70,000	\$153,600	\$2.56	60,000	47	Jul 1, 2009 Wednesday
\$48,317	\$35,000		\$5,000	\$30,000		\$184,750		\$2,500		-	5			8		Out					\$134,750		\$229,600	\$6,000		\$67,080	\$156,520	\$18,467	\$228,600	\$75,000	\$153,600	\$2.56	50,000	47	Jul 2, 2009 Jul 3, 2009 Thursday Friday
(\$312,078)	\$60,000		\$10,000	\$50,000		\$433,496	\$2,500	\$2,500	- 100	***********				8					\$40,496	\$200,000	\$147,000		\$333,100	\$6,000	\$100,000	\$67,080	\$160,020	(3151,683)	\$259,200	\$80,000	\$179,200	\$2.58	70,000	47	
8	\$0					\$0				1	5												\$5				-		\$259,200	\$80,000	\$179,200	\$2.56	70,000	4	Jul 4, 2009 Saturday
8	\$0					\$0					s									11.00			\$0				1		L	\$55,000	\$128,000	\$2.56	50,000	47	Jul 5, 2009 Bunday
	\$125,000	\$0	\$30,000	\$95,000		\$1,386,747	\$12,500	\$12,500	\$	\$0	Т	\$31,250	\$50,000	\$0	\$0	\$7,000	\$0	\$39,261	\$60,436	\$300,000	\$791,000		\$1,624,200	\$30,000	\$100,000	\$444,060	\$1,050,140		1		\$1,100,800		430,000	47	Week 4

New Betrowlings/(Repsyments) \$ 350,000 DP LOAN BALLANCE \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 3,050,000 \$ 100,000 \$ 3,150,000 \$ 3,150,000 \$2,850,000 \$2,850,000 \$2,850,000 \$2,850,000

Starting DIP

Payrol Payrol Taxes
Sales/Use and other taxes
Rents Fuel Sales Inside Revenues Total Sales Vendor Deposits Total Stores Cash Deposits Stores in Service Gallons Sold Ave PPG Maintenance Other OpEx Professional Fees US Trustee Telephone/Utilities
DIP Interest Fees Starting DIP Store Paid Outs Inside Goods -**Total Deposits** Other Deposits Marathon/Ckgo credit card deposits Credit Card Deposits Store Deposits/Asset sale \$ 200,000 DP LOAM BALANCE \$2,950,000 \$2,950,000 \$2,950,000 \$3,150,000 \$3,150,000 \$3,150,000 inding Cash Balance otal Corporate Cash Short/Oriveoffs appen Corp Disbursements Beginning Cash Balance Appalachian OX -Extended/ Revised DIP Forecast June 11-July 26, 2009 Jul 6, 2009 Monday (\$312,079) (\$342,079) (\$474,962) \$70,000 \$130,000 (\$342,079) (\$474,962) (\$116,499) (\$96,899) (\$219,206) (\$219,206) \$30,000 \$20,000 \$2.60 \$5,000 \$2,500 \$5,000 \$2,500 \$0 \$798,373 \$232,127 50 8 8 Tuesday \$318,570 \$365,490 \$279,000 \$143,000 \$17,003 \$676,490 \$10,000 \$50,000 \$403,800 \$12,000 \$5,000 8 8 Wednesday \$534,590 \$143,000 \$149,400 \$600,590 \$10,000 \$20,000 \$55,000 \$50,000 \$25,000 \$1,800 \$6,000 \$5,000 \$927 Thursday (\$118,499) \$149,100 \$143,000 \$2,500 \$2,500 \$179,400 \$25,000 \$149,400 \$219,000 \$15,000 \$6,000 Jul 10, 2009 Jul 11, 2009 Friday Saturday \$252,000 \$218,000 \$185,000 \$103,101 (\$219,206) \$2,500 \$2,500 \$174,300 \$200,000 \$107,007 \$219,000 \$182,000 \$149,100 \$50,000 \$63,900 \$6,000 2 2 8 \$156,000 \$2.60 8 8 Jul 12, 2009 Sunday (\$219,206) \$0,000 \$2.60 \$130,000 \$55,000 \$1,697,207 \$1,218,280 \$1,027,000 \$125,000 \$876,900 \$300,000 \$107,007 \$1,715,080 395,000 Week 5 \$30,000 \$318,570 \$12,500 \$17,003 \$30,000 \$50,000 \$1,800 Monday Tuesday \$2,500 \$2,500 \$276,500 \$3,150,000 \$3,150,000 \$3,150,000 \$3,150,000 \$3,150,000 \$3,150,000 \$226,000 \$292,450 (\$219,206) \$63,900 (\$223,256) \$150,854 \$197,204 \$179,077 (\$103,519) \$246,500 \$156,000 \$10,000 \$70,000 \$20,000 \$10,000 \$2.60 \$2,500 \$2,500 \$196,541 \$70,000 \$226,000 (\$223,256) \$156,000 \$195,900 \$139,150 \$582,650 \$29,261 60,000 \$5,000 \$130 8 Jul 15, 2009 Wednesday \$150,854 \$2,500 \$2,500 \$169,650 \$139,150 \$158,200 \$2.60 \$226,000 \$10,000 \$5,000 80,000 \$500 8 8 Jul 16, 2009 Jul 17, 2009 Jul 18, 2009 Jul 19, 2009 Thursday Friday Saturday Sunday \$226,000 \$2,500 \$2,500 \$224,127 \$197,204 \$179,077 \$139,150 \$158,200 \$20,000 \$45,000 \$25,000 \$226,000 \$15,000 \$1,500 \$50,000 \$3,177 \$158,200 47 70,000 \$2.60 \$182,000 \$70,000 \$252,000 \$2,500 \$2,500 \$463,596 \$177,100 \$200,000 \$40,496 \$226,000 \$41,000 \$5,000 8 (\$103,519) \$156,000 60,000 8 8 \$185,000 \$2.60 \$55,000 50,000 \$12,500 \$463,200 \$1,092,000 \$1,553,100 \$105,000 \$841,050 \$300,000 \$40,496 Work 6 420,000 \$30,000 \$12,500 \$3,307 \$3,307 \$50,000 \$0 \$42,800 \$0 \$29,261 \$0 \$500 \$75,000

				\$ (150,000)				New Borrowings/(Repayments)
								Starting DIP
			(\$256,080)	\$261,477	\$267,277	\$253,077	(\$126,868)	Ending Cash Balance
\$105,000	8	\$0	\$45,000	\$20,000	\$10,000	\$10,000	\$20,000	Total Stores
30								Vendor Deposits
\$30,000			\$5,000	\$5,000		\$5,000	\$10,000	Store Paid Outs
\$75,000			\$40,000	\$15,000	\$5,000	\$5,000	\$10,000	Diabursements - Store Beer
\$1,454,561	\$0	\$0	\$548,557	\$231,800	\$181,800	\$192,705	\$299,699	Total Corporate
\$12,500			\$2,500	\$2,500		\$2,500	\$2,500	Other OpEx
\$12,500			\$2,500	\$2,500	\$2,500	\$2,500	\$2,500	Maintenance
200000			000,000					Cash Short/Driveofts
000,14			2	90	90	000,14	8	IS Tours of the Court
\$31,250			\$31,250				3	Cap minorest rees
\$50,000	-			\$50,000				Telephone/Utiltes
\$0			\$0	\$0	\$	50	50	Insurance
30								Store Use
\$3,200			\$3,200					Rents
\$0						STATE OF STREET		Sales/Use and other taxes
\$17,004						\$9,105	\$7,899	Payrol Taxes
\$107,007			\$107,007	100000000000000000000000000000000000000			-	Payroll
\$300,000	-	-	\$200,000	\$25,000	\$25,000	\$25,000	\$25,000	Inside Goods
\$894,300			\$177.100	\$151,600	\$151,800	\$151,800	\$261,800	Appec Corp Disbursements Fuel
		-	1					
\$1,557,000	30	\$0	\$226,000	\$226,000	\$226,000	\$582,650	\$296,350	Total Deposits
\$0					Gr. gr.			Other Deposits Marathon/Cityo credit card deposits
\$0			****	40.				Store Deposits/Asset sale proceeds
\$467 100		*	\$67.800	\$67.600	\$67.600	\$195 900	\$87,800	Credit Card Deposits
\$1,089,900			\$158,200	\$159,200	\$158,200	\$386,750	\$228,550	Cash Deposits
1	8	(\$258,080)	\$111,477	\$267,277	\$250,077	(\$126,868)	(\$103,519)	Beginning Cash Balance
\$1,557,000	\$185,000	\$216,000	\$252,000	\$226,000	\$226,000	\$226,000	\$226,000	Total Sales
\$465,000	\$55,000	\$60,000	\$70,000	\$70,000	\$70,000	\$70,000	\$70,000	Inside Revenues
\$1,092,000	\$130,000	\$156,000	\$182,000	\$156,000	\$156,000	\$156,000	\$156,000	Fuel Sales
	\$2.60	\$2.60	\$2.60	\$2.60	\$2,60	\$2.60	\$2.60	Ave PPG
420,000	50,000	60,000	70,000	60,000	60,000	60,000	60,000	Gallons Sold
47	47	0	47	47	47	47	4	Stores in Service
Week 7	Jul 25, 2009 Sunday	Saturday	Jul 24, 2009 Friday	Jul 23, 2005 Thursday	Jul 26, 2009 Jul 21, 2009 Jul 22, 2009 Jul 23, 2009 Jul 26, 2009 Jul 2	Jul 21, 2009 Tuesday	Monday	Revised DIP Forecast June 11- July 26, 2009
	_							Appalachian Oil -Extended/